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RECORDATION NO. 27839
MAR 12 '09 -4 00 PM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

March 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: Huntsman Petrochemical Corporation
500 Huntsman Way
Salt Lake City, UT 84108]

Anne K. Quinlan, Esquire
March 12, 2009
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A description of the railroad equipment covered by the enclosed document
is:

23 railcars: NATX 37010 - NATX 37032.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27839 FILED

MAR 12 '09 -4:00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is dated as of September 26, 2007 by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

WITNESSETH:

As of the date hereof, the Lessor and Huntsman Petrochemical Corporation, a Delaware corporation (the "Lessee"), are parties to Rider No. 3 dated August 30, 1994 between the Lessor, as lessor, and the Lessee, as successor in interest to Huntsman Specialty Chemicals Company, as lessee (the "Original Rider"), as such Original Rider was (i) amended and renewed by that Rider No. 3(1) dated August 30, 1994 between the Lessor and the Lessee, as successor in interest to Huntsman Specialty Chemicals Company, (ii) assigned by Huntsman Specialty Chemicals Company to Huntsman Corporation and renumbered as Rider 8 by that Assignment and Assumption Agreement dated as of November 21, 1995 among the Lessor, Huntsman Specialty Chemicals Company and the Lessee, as successor in interest to Huntsman Corporation, (iii) amended by that certain Amendment No. 1 to Car Leasing Agreement 7507-97 dated May 11, 1998 between the Lessor and Huntsman Polymers Corporation, acting on behalf of, *inter alia*, the Lessee ("Amendment No. 1") to incorporate the terms of that certain Car Leasing Agreement No. 7507-97 dated February 23, 1998 as a master lease, (iv) amended and renewed by that letter agreement dated July 1, 1999 between the Lessor and the Lessee, (v) amended and renewed by that Rider No. 8 Renewal No. 2 dated September 9, 2004 between the Lessor (mistakenly identified as General Electric Rail Services Corporation) and the Lessee and (vi) amended and renewed by that Rider No. 8 Renewal No. 3 dated July 10, 2007 between the Lessor and the Lessee, which Rider incorporates by reference Car Leasing Agreement No. 7507-97 dated February 23, 1998 and made effective as of February 27, 1998 between the Lessor and the Lessee, as successor in interest to Huntsman Polymers Corporation, as amended by Amendment No. 1 and that certain letter agreement dated August 11, 1999 between the Lessor (mistakenly identified as General Electric Rail Services) and the Lessee, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed on Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 

Name: Mark Stefani

Title: Vice President

[Memorandum of Lease Agreement]

STATE OF ILLINOIS

)
) SS:

COUNTY OF COOK

On this, the 16th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: _____

Notary Public

My Commission Expires: 2/20/2010

Residing in: Cook County

[Memorandum of Lease Agreement]

**EXHIBIT A
CAR LIST**

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>
1	NATX	37010
2	NATX	37011
3	NATX	37012
4	NATX	37013
5	NATX	37014
6	NATX	37015
7	NATX	37016
8	NATX	37017
9	NATX	37018
10	NATX	37019
11	NATX	37020
12	NATX	37021
13	NATX	37022
14	NATX	37023
15	NATX	37024
16	NATX	37025
17	NATX	37026
18	NATX	37027
19	NATX	37028
20	NATX	37029
21	NATX	37030
22	NATX	37031
23	NATX	37032

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/12/09



Robert W. Alvord